



**BOARD OF DIRECTORS
POLICIES & PROCEDURES
MANUAL**

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1 Authority of the Board of Directors

The Board will have the authority and responsibility to manage or supervise the management of the property and the affairs of the Society. To accomplish this, the Board will formulate, approve, direct and establish all matters of policy, procedure, budgeting and planning. Policies are the rules established by the Board of Directors which give concrete form to the intentions of the society.

2 Board Structure

The Nanaimo Gymnastics School (NGS) Board comprises seven voting members. The Board may create additional positions as required, subject to approval at the Annual General Meeting. The President (Chair), Vice President, Treasurer, Secretary and three members at large are elected to two-year terms by the members at a NGS Annual General Meeting. All of the previously mentioned members are voting members of the Board. Should the President be unable to attend a Board meeting, they may delegate another member to act as the Chair. The Past President is also a member of the Board for a one-year term, but is not a voting member.

3 Role of Directors

3.1 Legal Responsibilities

A Director must meet high standards of conduct and diligence in carrying out their responsibilities to NGS. Under well-established principles, these standards are:

3.1.1 Duty of Care

The duty of care describes the level of competence expected of a Director, and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” This means that a Director owes the duty to exercise reasonable care when they make a decision as a steward of NGS.

3.1.2 Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a Director must give undivided allegiance to the organization when making decisions affecting NGS. Other than a general sharing of “best practices” or an approved sharing of policies, a Director cannot use information obtained through their position for purposes other than the best interests of NGS.

3.2 Individual Director Responsibilities

Director responsibilities include, but are not necessarily limited to the following:

3.2.1 Expectations of Directors

- a. fulfill their responsibilities in an impartial manner and to the benefit of the organization at all times;
- b. act professionally and demonstrate support of NGS;
- c. refrain from criticizing Board actions to others once a majority decision has been taken;
- d. be informed about NGS’s mission, services, policies and programs;
- e. maintain the highest standard of ethical conduct and personal and professional integrity;
- f. treat gymnasts, coaches, officials, staff, volunteers and spectators with respect and consideration at all times;
- g. follow conflict of interest policy;
- h. provide NGS with a current Criminal Record Check (current for three years from date of issue. If a fee is incurred it will be reimbursed by NGS);
- i. possess sensitivity to and tolerance of differing views;
- j. build a collegial working relationship with other Directors and staff that contributes to consensus.

3.2.2 Meetings

- a. regularly attend Board and important related meetings and Board functions such as special events;
- b. volunteer for and willingly accept assignments, and complete them thoroughly and on time;
- c. stay informed about Board and Committee matters, prepare themselves well for meetings, and review and comment on minutes and reports.

3.2.3 Committees

- a. make a serious commitment to actively participate in committee work;
- b. be a cooperative member of their assigned committees.

3.2.4 NGS Organizational Improvement

- a. be an active participant in the Board’s annual evaluation and planning efforts;
- b. suggest possible nominees to the Board and its committees who can make significant contributions to the work of the Board and of NGS;

- c. participate in fundraising for NGS;
- d. inform others about NGS;
- e. be willing to develop additional Board skills (e.g. solicitation of funds; recruitment of Directors; understanding financial statements, understanding program areas);
- f. refrain from making special requests of the staff.

3.3 Code of Ethics

A member of the NGS Board of Directors shall:

- a. represent the best interests of the organization as a whole, while respecting the needs and priorities of individual members;
- b. focus their efforts on the mission of the organization and not their personal goals;
- c. not use the organization or serve on the board for their own personal advantage or for the individual advantage of their friends or supporters;
- d. abide by the NGS policies of confidentiality and conflict of interest;
- e. approach all board issues with an open mind, prepared to make the best decision for the whole organization;
- f. do nothing to violate the trust of those who elected or appointed them to the board or the members;
- g. never exercise authority as a board member except when acting in a meeting with the full board or as delegated by the board.

3.4 Conflict of Interest

A conflict of interest arises whenever the personal or professional interests of a Director are potentially at odds with the best interests of NGS. This policy is intended to ensure that Nanaimo Gymnastic School's Directors execute their duties to the highest legal and ethical standards in every aspect of governance.

3.4.1 The NGS General Conflict of Interest Policy

NGS has a Confidentiality and Conflict of Interest Policy to which Directors must commit. When a conflict of interest arises between the business of the organization and the interests of a Director, the Director must declare his or her conflict of interest and abstain from discussion at meetings or between meetings, attempting to influence an outcome or decisions through circulation of information, or voting on the matter in conflict. The Director in conflict of interest should voluntarily leave a Board meeting when the applicable matter is being discussed.

3.4.2 Conflict of Interest Disclosure Statement

Following the Annual General Meeting each year, each Director must provide a written disclosure of their potential areas of conflict of interest on the NGS "Conflict of Interest Disclosure Statement". The Director "Conflict of Interest Disclosure Statement" must be submitted to the NGS President within two (2) weeks of the Annual General Meeting. These Disclosure Statements will be presented for information to all Directors at the first Board meeting after the AGM.

3.4.3 NGS Contracting with a Director or the Director's Company

Professionals can contribute valuable expertise to the NGS Board. When awarding professional contracts for which a Director and/or their company has submitted a proposal, the following procedures will be followed. A Director involved in any way with a submitted proposal or associated with a firm competing for a contract must remove themselves from all discussion, voting or any other involvement in the selection process. All projects involving a proposal from a Director or his or her firm will be evaluated by the President with the assistance of a Board committee as required. Bidders will be informed only of the final decision. If the competitive process results in the selection of the Director or his or her firm, then the Director must disclose this immediately to the whole Board and abstain from advocating for or voting on any future Board actions connected with that contract.

4 Board Meeting Attendance Policy

Each Director is required to attend a minimum of 50 percent of Board meetings each year in addition to the Annual General Meeting. The Board should attempt to set its meeting schedule for upcoming 12 months within 30 days following the Annual General Meeting. The meeting schedule is subject to change.

4.1 To All People Attending Board Meetings- Agenda Procedure

- a. Opening comments - all BOD members and any staff or members who are on the agenda in attendance
- b. Review and discuss agenda items brought forward by staff or members - all BOD members and any staff or members who are on the agenda in attendance
- c. Review and discuss BOD agenda items - only BOD members in attendance (all other staff and members will be asked to leave at this time).

4.2 Notification of Absence

A Director may be absent with notification when the Director has advised the President at least 48 hours in advance that they are unable to attend a meeting. If the Director is absent without notification, extenuating circumstances will be taken into account.

4.3 Leave of Absence

A Director may take a leave of absence from the board of up to six months if they have health, work or for other reasons cannot participate fully during their current term. During a leave of absence, the Director will not be included for purposes of determining a quorum, and their tasks will be reassigned. If, after six months, they are still unable to fulfill their duties, they must tender their resignation from the Board.

4.4 Definition of a Board Attendance Problem

Unless a Director has been granted a leave of absence (see 4.2), a Board-attendance problem occurs if any of the following conditions exist with regard to a Director's attendance:

- a. The Director has two absences in a row without proper notification;
- b. The member has three absences in a row but has provided proper notification;
- c. The member has been absent from more than 50 percent of the total number of Board meetings in a 12-month period.

4.5 Procedure for Handling a Board Attendance Problem

Where a Board attendance problem exists, the following procedure will apply:

4.5.1 Step One

The President will contact the offending Director in person or by telephone to discuss the matter. The issue may be concluded with this conversation, or the President may issue a formal, written caution, in which case the Board will be notified that such action has been taken. Instead of a formal, written caution, the President may instead decide to request a voluntary resignation or to immediately refer the problem to the entire Board for consideration.

4.5.2 Step Two

If a voluntary resignation is requested but not agreed to by the absentee Director, the matter will automatically be forwarded to the whole Board as outlined in 6.0.

4.5.3 Attendance Issues by the President

Should the attendance of the President be an issue, the intervention and any subsequent actions as outlined in 4.4.1 will be taken by the Vice President.

5 Orientation & Information

Any Director on the NGS Board of Directors will be provided with Board training and orientation applicable to their position and experience.

5.1 Training

It is desirable that all Directors “cross-train” in the various functions of the Board positions.

6 Discipline and / or Removal of a Director

6.1 Director Disciplinary and Removal Policy

Although disciplinary action and /or removal of a Director is rare, a process is required in the event it is ever needed. This policy enables the Board to discipline or even remove a Director for cause. Cause may include but is not limited to a conflict of interest improperly managed, a Director breaking confidentiality, unethical behaviour, excessive absenteeism, or having become an impediment to the Board’s work. The policy’s guiding principles are those of natural justice. The Director being considered for discipline must be given a fair and impartial hearing with an opportunity to hear and address their alleged transgressions. The Director will also be offered the opportunity of voluntarily withdrawing from the Board at each step of the process.

6.2 Criminal Act

In the event of an offense of a criminal nature that is not addressed by the Association’s Criminal Records Review Policy and where charges have been or may be laid, the President may, in their own best judgment, suspend the Director immediately pending the completion of the full disciplinary process.

6.3 Discipline of a Director

6.3.1 Step One – President Intervention

Addressing any alleged infraction will begin with Step One. The President will contact the alleged offending Director in person or by telephone to discuss the alleged transgression, the hoped-for resolution and the future expectations of the Director. The issue may be resolved with this conversation. Resolution may include any of the following:

- a. A verbal conversation between the parties with no further action and no record kept;
- b. formal written caution from the President to the Director, with a copy kept by the President and placed in the Director’s annual evaluation file;
- c. voluntary resignation by the Director if the Director believes that the transgression warrants it, and/or the confidence of the President in the Director has been lost.

The action will be referred to Step Two below if either:

- a. a resolution is not reached through Step One, the President will refer the infraction to a Board Disciplinary Committee as outlined in Step Two below, or
- b. the infraction is severe enough in the opinion of the President to warrant immediate advancement to Step Two.

6.3.2 Step Two – Board Disciplinary Committee

A Board Discipline Committee will be struck by the Vice-President, if in the opinion of the President, a major infraction has occurred, or due to the inability to resolve a minor infraction through Step One. The Committee shall include three directors, one of which must be the President or the Vice President. The Vice President shall chair this Board Disciplinary Committee.

6.3.2.1 *Disciplinary Procedures*

Notice of Discipline Process - The Board President shall advise the Director accused of the offense (offender) that a Disciplinary Committee has been struck, and that the Disciplinary Committee Chair will contact the offender within 7 days to start the process.

- a. Transfer of Information - The Board President shall forward all information from Step One discussions, or information about the major infraction accusation to the Disciplinary Committee for review. This information will also be provided to the offender.
- b. Discipline Hearing - The Committee will arrange to meet in person or electronically within 21 days of the "Notice of Discipline Process". All parties must have copies of all materials being presented and all parties must be able to hear all people involved in the hearing.
- c. Speakers at Hearing - If appropriate, a designate of the Board will be asked by the Disciplinary Committee Chair to speak on behalf of NGS, and the offender or their representative will speak on behalf of themselves. Other parties / witnesses may also be asked to contribute at the hearing.
- d. Deliberations in Private - The offender and any other speakers will remove themselves from the hearing for committee deliberations.
- e. Disciplinary Decision – Incident resolution may include any of the following:
 - i. formal written reprimand from the Committee to the Director, with a copy kept by the Board President and placed in the Director's annual evaluation file;
 - ii. voluntary resignation by the offending Director if the Director believes that the transgression warrants it, and/or the confidence of the Board has been lost;
 - iii. Recommendation for the removal of the offending Director from the Board.
- f. Report of Decision - The committee will report their decision to the offender and the Board within 2 days of completion of the Hearing.

6.3.3 *Removal of a Director from the Board*

Should the Discipline Committee recommend removal of the offending Director, the procedures will be as follows:

- a. A meeting of the Board will be called to take place within 8 to 14 days of the Discipline Committee's recommendation. The offending Director must be given no less than 7 days' notice of the Board resolution.
- b. The Chair of the Discipline Committee will speak and outline the rationale for the recommendation from the Committee.
- c. The offending Director will speak on their own behalf about the accusations made.
- d. Directors are able to ask questions of clarification of either party.
- e. Prior to the Board deliberating the recommendation to remove the Director, the Board will first offer the offending
- f. Director the opportunity to resign.
- g. The offending Director may not vote on the recommendation but will be in the room when the vote is taken.
- h. The Director may only be removed with the approval of two-thirds of the voting members of the Board.
- i. When a Director's position is terminated, they must return any NGS-owned items to the NGS Office within two weeks.
- j. The Board must promptly begin the process of recruiting a new Director.

6.3.4 Disciplinary Action Against the President

If the disciplinary action is against the President of the Board, the President's role as described in Policy 6 is taken by the Vice President.

7 Evaluation of The Board

Evaluation of the Board of Directors is an important part of the standards of good governance followed by NGS.

7.1 Board Meeting Evaluation

Directors will be given the opportunity to provide informal verbal comments and and/or a short-written evaluation for each Board of Directors Meeting.

8 Job Descriptions of Officers & Other Directors

8.1 Officers of the Board

8.1.1 President

The President of Nanaimo Gymnastic School is elected for a two-year term by the members at the Annual General Meeting. The President is the Chief Volunteer of NGS. Reporting to the members and to the Board of Directors, the President:

- a. when present, presides as Chair at all meetings of the Board and at the AGM;
- b. has general supervision of the affairs and the business of NGS;
- c. is, ex officio, a member of all committees;
- d. is a partner with the General Manager in achieving NGS's mission;
- e. appoints the Chairs of committees in consultation with other Directors;
- f. is a member of the Finance Committee;
- g. stays in touch with committee Chairs to be sure that their work is carried out and identifies Board action to be taken on committee recommendations;
- h. discusses issues confronting NGS with Gymnastics BC and reviews with them any issues of concern to the Board;
- i. helps guide and mediate Board actions with respect to organizational priorities and governance concerns;
- j. leads the Board's annual review of its own performance;
- k. keeps a record of all committee meeting minutes;
- l. casts the deciding vote when necessary;
- m. finalizes the Board meeting agendas.
- n. chairs the Personnel Committee which formally evaluates NGS Senior Staff (General Manager and Club Head Coach)

8.1.2 Vice President

The Vice President of NGS is elected for a two-year term by the members at the Annual General Meeting. Reporting to the Board of Directors, the Vice President:

- a. acts as Chair and fulfills the President's responsibilities when the President cannot be available;
- b. assists the President and staff to achieve NGS's mission;
- c. Member of the Finance Committee
- d. chairs the Discipline committee

8.1.3 Treasurer

The Treasurer is appointed to the NGS Board for a two-year term. The Treasurer is the Chief Financial Officer of NGS. The Treasurer:

- a. manages the Board's review of and actions related to its financial responsibilities;
- b. works closely with the Board and staff to develop financial policies and procedures, as well as ensure sound management and maximization of cash and investments;
- c. keeps financial records as are necessary to comply with the Societies Act;
- d. chairs the Finance Committee;
- e. ensures Board review of financial policies and procedures;
- f. presents the annual budget to the Board for approval;

8.1.4 Secretary

The Secretary is appointed to the NGS Board for a two-year term. The Secretary:

- a. calls for agenda items for Board meetings no less than 5 days in advance of meetings;
- b. prepares the agenda before Board meetings with consultation from the President

- c. takes precise minutes during Board meetings;
- d. shares Board meeting minutes out to Board members for approval no later than two weeks following the meeting.
- e. shares approved Board meeting minutes with the NGS Office to be posted on the NGS bulletin board;
- f. serves as a member of other Board committees as invited by the Chair.
- g. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

8.1.5 Members-at-Large

Three Members-at-Large are appointed by the Board to a two-year term. These Directors are selected for the professional skills and expertise they can add to the NGS Board. Members-at-Large will be assigned responsibilities based on their experience and interests. One will be appointed to chair the Fundraising Committee.

9 Committees

9.1 Standing Committees

Standing committees are established by and responsible to the Board and are permanent, ongoing functional committees of the Society

9.1.1 Board Standing Committees are:

- a. Finance
- b. Fundraising
- c. Sponsorship
- d. Building Committee
- e. Personnel
- f. Policy

9.2 Ad Hoc Committees

The Board Chair or a Technical Committee Chair has the authority to create ad hoc committees as required to address specific matters. A Terms of Reference will be developed by the Board prior to ad hoc committee appointments.

9.3 Committee process

- a. The make recommendations to the Board for approval.
- b. The committees meet at the discretion of the chair of the committee
- c. Minutes must be taken for all committee meetings and presented at the Board meetings.

10 Board Operations

10.1 Director Eligibility

10.1.1 Employees of NGS

are not eligible to serve on the Board of Directors. Employees are those who are employed full- or part-time by NGS to a staff position, or who receive more than \$5,000.00 in honorarium or other compensation (excluding expense reimbursements) annually from NGS.

10.1.2 Contractors

Independent contractors doing business with NGS may serve on the Board of Directors provided they make full disclosure of their interests to the Board and abide by the NGS Conflict of Interest policies and procedures. If the contract work with NGS is such that volunteer involvement is not appropriate, that will be noted in the Service Agreement of the Contractor.

10.1.3 Employees of Other Sport Bodies

Employees of other sport bodies, such as clubs or provincial/national sport organizations, and members of the Boards of other organizations, may serve on the NGS Board provided they make full disclosure of their interests to the NGS Board and abide by the NGS Confidentiality and Conflict of Interest Policy and procedures. These individuals must also respect the confidentiality of NGS's Board proceedings.

10.1.4 NGS Directors on Boards of Other Sport Bodies

NGS Directors may sit on the Board or Executive of other sport bodies, but must make full disclosure of their interests on these other organizations to the NGS Board, and abide by NGS's Confidentiality and Conflict of Interest Policy and procedures.

10.1.5 Additional Director Eligibility Stipulations

An individual may hold only one position on the NGS Board. If an individual wants to run for or be appointed to another position on the Board, he or she must first resign from their current position in order to be eligible. If a Director wishes to apply for a staff position, he or she must inform the Chair in confidence before proceeding with the application. If a Director successfully applies for a staff position, he or she must resign from the NGS Board before accepting a staff position.

10.2 Financial Considerations

All voting members of the Board are volunteers. There is no financial remuneration other than out-of-pocket expenses (including Criminal Record Review) incurred in the course of performing Director duties. Board of Directors membership, through Gymnastics BC, will be paid for by NGS. It is the duty of NGS to maintain adequate Directors' and Officers' Liability Insurance at all times. Directors will be recompensed at current NGS rates for normal expenses of travel, meals and accommodation incurred in the course of performing Board business. Extraordinary expenses must be approved in advance by the Board. All claims must be submitted on the NGS expense claim form and supported by receipts where possible.

10.3 Term of Office

The term of office is normally two years.

10.3.1 Commencement of Term

Each term of office commences immediately following the NGS Annual General Meeting, but could start following an Extraordinary General Meeting or made by appointment.

10.4 Board Meetings

10.4.1 Meeting Etiquette

The NGS Board of Directors is composed of professionals from various backgrounds. In order to maximize the time of all members, the following guidelines are applied:

- a. be punctual to meetings;
- b. turn cell phones off during meetings;
- c. speak only when recognized by the Chair during meetings;
- d. stay to the point during discussions in meetings;
- e. act with courtesy;
- f. always include a subject line in your email messages;
- g. write with care and precision;
- h. be concise and to the point.

10.4.2 Location

Board meetings may be held in person or in an online meeting format (such as Zoom) as agreed upon by the current Board of Directors.

10.4.3 Timelines

The NGS Board of Directors meets a minimum of 9 times a year, in addition to the Annual General Meeting.

10.4.4 Quorum

A quorum is fifty (50) percent of the voting members of the Board plus one. If a quorum is not present within 30 minutes of the start time of the meeting as notified to the members, the meeting must be cancelled and rescheduled.

10.4.5 Agendas, Reports & Discussions

Agenda items for each Board meeting must be submitted to the secretary a minimum of three working days prior to the meeting. The President or Chair will finalize the agenda. Staff submit written reports to the President and Secretary for distribution to Directors prior to the Board meetings. The agenda, reports, and other information and support material will be circulated electronically to all Directors to be received no later than three working days prior to the meeting. Meeting materials will not be printed for provision at Board meetings unless requested by a Director, or due to the complexity of the material. Each Director has the duty to study all material provided and seek clarification as required prior to the actual Board meeting if possible. The Board should not discuss written material provided in advance, except in the case of general concern or new information regarding the matter.

10.4.6 Recording of Votes

The Board will vote by show of hands, unless a secret ballot has been requested. A secret ballot may be requested at any time without prejudice by any Director. A motion is passed by majority of the voting Directors present. With show-of-hands votes, all opposed and all abstaining will be requested and recorded by name in the minutes each time a vote is taken. The President shall cast the deciding vote in the case of a tie.

10.4.7 Circulation of Minutes

The draft minutes will be circulated electronically to all Directors no later than two weeks following the meeting. A copy of the minutes will also be provided with the agenda and information package for the following meeting. Meeting minutes are considered to be “draft” minutes until approved at the following Board meeting.

10.5 Communication to the Membership

The Board of Directors may, from time to time, wish to communicate with the NGS membership. All correspondence between the Board and the membership must be circulated through the President first and will be sent through the official NGS email accounts. Communication can also be sent directly to the communications manager or employee in charge of submitting to membership upon board approval.

11 Exceptions from completing Club Service Hours

11.1 Exceptions

- a. To encourage members to serve on the NGS Board.
- b. Member/s that have their child/ren on any competitive program, that serve of the NGS Board in Executive positions and as Director at Large shall be exempt from tracking their Club Service Hours.
 - i. Any Director that does not comply with No. 4 Board Meetings Attendance Policy shall not be granted exemption from completing the Club Service Hours.